STATE OF SOUTH DAKOTA
Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

1. TITLE OF NEWSPAPER: Rapid City Journal		2. DATE OF FILING: 10/01/01
3. FREQUENCY OF ISSUE: Daily and Sunday	3A. NO. OF ISSUES PUBLISHED ANNUALLY: 365	3B. ANNUAL SUBSCRIPTION PRICE: $ 189.99
4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION (Street, City, County, State and ZIP+4 Code) (Not printers): 507 Main St, PO Box 450, Rapid City, Pennington, SD 57709		
5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER (Not printers): 507 Main St, PO Box 450, Rapid City, SD 57709		
6. FULL NAME OF PUBLISHER: Bill Masterson Jr.		
7. OWNER (If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given. FULL NAME / COMPLETE MAILING ADDRESS: (See Attached)		
8. KNOWN BONDHOLDERS, MORTGAGES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS, MORTGAGES OR OTHER SECURITIES (If there are none, so state. If more space is needed, list on back of this form.: (See Attached)		

9. EXTENT AND NATURE OF CIRCULATION (See Instructions on reverse side)	AVERAGE NO. COPIES EACH ISSUED PRECEDING 12 MONTHS	ACTUAL NO. COPIES ISSUED NEAREST TO FILING DATE
A. TOTAL NO. COPIES (Net Press Run)	34,648	33,677
B. PAID AND/OR REQUESTED CIRCULATION 1. Sales through dealers and carriers, street vendors and counter sales.	30,254	29,520
2. Mail Subscription (Paid and or requested)	2024	1882
C. TOTAL PAID AND/OR REQUESTED CIRCULATION (Sum of 9B1 and 9B2)	32,278	31,402
D. FREE DISTRIBUTION 1. BY MAIL, CARRIER OR OTHER MEANS	45	30
2. SAMPLES, COMPLIMENTARY AND OTHER FREE COPIES	203	214
E. TOTAL DISTRIBUTION (Sum of C, D1 and D2)	32526	31646
F. COPIES NOT DISTRIBUTED 1. Office use, left over, unaccounted, spoiled after printing	349	368
2. Return from News Agents	1773	1663
G. TOTAL (Sum of E, F1 and F2 – Should equal net press run shown in A)	34,648	33,677

I swear that the statements made by me above are correct and complete.

SIGNATURE AND TITLE OF PUBLISHER, BUSINESS MANAGER OR OWNER: [signature] Publisher

State of South Dakota)
s
County of Pennington)

(Seal)

Sworn to before me this 27th day of September, 20 01

[signature]
Notary Public

My commission expires 9-9-04

Form: SOS REC 051 12/00

September 21, 2001

TO: ALL LEE PUBLISHERS AND CIRCULATION MANAGERS

RE: STATEMENT OF OWNERSHIP -- SHAREHOLDERS OVER 1%

Adler Schermer Foundation, C/O Norwest Bank, N.A., 203 W. Third St., Davenport, IA 52801
The Bair Company, C/O First Trust National Assoc., P.O. Box CM-9551, St. Paul, MN 55170
Charles T. Munger, P.O. Box 55007, Los Angeles, CA 90055
Bankers Trust Company, 280 Park Avenue, New York, NY 10017
Betty Adler Schermer, Aspen, CO 81615
Lloyd G. Schermer, Aspen, CO 81615
Wells Fargo Bank Minnesota, N.A., Sixth & Marquette, Minneapolis, MN 55479
James E. Burgess, 6102 South Highlands Ave., Madison, WI 53705
J. Martin Wolman, 4121 Chippewa Drive, Madison, WI 53711
Bank of New York, 925 Patterson Plank Road, Secaucus, N.J. 07094
A.G. Edwards & Sons, Inc., C/O ADP Proxy Services, 51 Mercedes Way, Edgewood NY 11717
Grant E. Schermer, 10455 O'Brien Creek, Missoula, MT 59804
Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722
Chase Manhattan Bank, Chase Manhattan Plaza, 3B Proxy Dept. NY 10081
John S. Stemlar & Barbara J. Stemlar, PO Box 1260, Coupeville, WA 98239
Selma B. Waterman & Edna Blade Charitable Foundation, 770 N. Water, Milwaukee, WI 53212
Susan A. Talbot, 11 Greenbriar Drive, Missoula, MT 59802
John Talbot, 11 Greenbriar Drive, Missoula, MT 59802
Boston Safe Deposit & Trust Co., One Boston Place, Boston, MA 02106
Elizabeth H. Harrer, 760 Briarstone Drive, Mason City, IA 50401
Schwab (Charles) & Co., Inc., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
Baird (Robert W.) & Co., Inc., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
Margaret L. Harrer, 81 Prior Court, Oradell, NJ 07649
Tower & Co., C/O Davenport Bank & Trust Co., Davenport, IA 52801
MWB Family Partners, Texas Limited Partnership, First Federal Building, Suite 301, 202 State Street, Madison, WI 53703
Delphi Management Inc., Boston, MA 02111
LaSalle National Bank, c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 10006
Harris Associates L.P., 2 North LaSalle Street, Chicago, IL 60602
Citibank, N.A., 111 Wall Street, 20th Floor, Zone 9, New York, NY 10043
Bank of America, 555 S. Flower Street, Los Angeles, CA 90071
Ariel Capital Management, Inc., 200 East Randolph Drive, Chicago, IL 60601

Northern Trust Co. - Trust c/o IECA, 2335 New Hyde Park Road, Lake Success, NY 11042
Bank One Trust Company N.A., C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
Custodial Trust Company, C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
Salomon Smith Barney, Inc., C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
Everett Harris & Co., Los Angeles, CA
Barclays Global Investors, N.A., New York, NY
California State Teachers Retirement, Sacramento, CA
The Vanguard Group, Philadelphia, PA
Prudential Securitites Inc., 111 8th Ave, 4th Floor, New York, NY 10011
State Street Bank and Trust Co., Boston, MA
SSB-Custodian, c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
John Webster Harrer, Mitterfield FTR19, 82467 Garmisch – Partenkirchen, Germany
Merrill Lynch Pierce Fenner and Smith Inc., P.O. Box 12006, Newark, NJ 07101
Gabelli Asset Management Company. 1 Corporate Center, Rye, NY 11717
New York State Common Retirement Fd. A.E. Smith Building, South Swan Street,Albany, New York
UBS Paine Webber, Inc., 1000 Harbor Blvd., Weehauken, NJ 0787
US Bancorp Piper Jaffray Asset (MN), 601 Second Ave. South, Minneapolis, MN 55402
Montgomery Securities , 51 Mercedes Way, Edgewood, NY 11717
GW Capitol Management, Inc., 8513 East Orchard Road;, Greenwood Village, CO 80111.
Teacher Retirement System of Texas, 1000 Red River Street, Austin, TX 78701
First Trust Nat'l Assoc., C/O Ice Proxy Services, 71 Executive Blvd., Farmingdale, NY 11735
SBC Capitol Markets Inc., 222 Broadway, New York, NY 11735
Credit Suisse First Boston, 11 Madison Avenue, New York, NY 10010

Below is the list of known bondholders, mortgage holders and other security holders:

Principal Mutual Life Insurance Company, 711 High Street, Des Moines, IA 50392
The Northwestern Mutual Life Insurance Company, 720 East Wisconsin Avenue, Milwaukee, WI 53202
Hartford Investment Management Company, c/o Investment Department - Private Placements, P.O. Box 1744, Hartford, CT 06144
Massachusetts Mutual Life Insurance Company, 1295 State Street, Springfield, MA 01111
Mutual of Omaha Insurance Company, Mutual of Omaha Plaza, Omaha, NE 68175
Modern Woodmen of America, Investment Department, 1701 First Avenue, Rock Island, IL 61201

Lutheran Brotherhood, Investment Division, 625 Fourth Avenue South, Minneapolis, MN 55415

Ameritas Life Insurance Corp., 5900 "O" Street, Lincoln, NE 68510

Jefferson-Pilot Life Insurance Company, P.O. Box 21008, Greensboro, NC 27420

Nationwide Life Insurance Company, One Nationwide Plaza (1-33-07), Columbus, OH 43215

State Farm Life Insurance Company, Investment Dept. E-10, One State Farm Plaza, Bloomington, IL 61710

Aid Association for Lutherans, 4321 N. Ballard Road, Appleton, WI 54919